

EXHIBIT F

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11 Civ. 7010 (DLC)

ORDER

Also filed in
11 Civ. 5201 (DLC)

Defendants.

On July 13, 2012, the Court denied FHFA's request to restrict discovery of loan files. As of that date, the parties were unable to agree to restrict the discovery and trial of this case to a sample of loan files.

At a conference on July 17, the Court directed FHFA to submit an application to the Bankruptcy Court to obtain from debtor Residential Capital ("ResCap") the loan files that would be necessary for it to prosecute its claims in the litigations that comprise FHFA v. Ally Financial Inc., et al., 11 Civ. 7010 (DLC). Out of the 63,000 loans that make up the supporting loan groups at issue in 11 Civ. 7010, FHFA's application to the Bankruptcy Court seeks loan files for at most 5,000 loans. (The final figure will be the number of loans that FHFA has selected for its sample.) At a conference with the Bankruptcy Court on August 14, Ally Financial, Inc. ("Ally") and counsel for certain

other defendants in 11 Civ. 7010 (the "Non-Affiliate Defendants") expressed concern about the Bankruptcy Court's ordering production of only a sample of the supporting loan files. The Bankruptcy Court directed briefing on, inter alia, whether Ally contractually bears the duty to pay for the production of any loan files by ResCap. The Bankruptcy Court has scheduled a hearing for September 11, 2012.

In a letter of August 16, FHFA applied to this Court for: (1) an order requiring Ally to bear the expense of loan-file production by ResCap; (2) an order instructing the Non-Affiliate Defendants "not to interfere with FHFA's application to the Bankruptcy Court." Ally and the Non-Affiliate Defendants have opposed FHFA's August 16 application. It is hereby

ORDERED that FHFA's application for an order directing Ally to bear the cost of the production of loan files sought by FHFA from ResCap is denied without prejudice. To the extent the FHFA has a legal basis beyond the contractual arrangements between Ally and ResCap to support such cost shifting, it may renew this motion following a ruling by the Bankruptcy Court on the issues scheduled for argument on September 11.

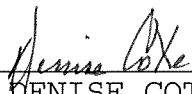
IT IS FURTHER ORDERED that FHFA may seek production of any quantity of loan files that it views appropriate.

IT IS FURTHER ORDERED that if any party to 11 Civ. 7010 wishes to obtain custody of loan files beyond the sample

selected by FHFA, that party may similarly make an application to the Bankruptcy Court.

SO ORDERED:

Dated: New York, New York
August 27, 2012



DENISE COTE
United States District Judge